

SHAPIRO HABER & URMY LLP

Attorneys at Law

Thomas G. Shapiro
Edward F. Haber
Thomas V. Urmey, Jr.
Michelle H. Blauner
Todd S. Heyman
Theodore M. Hess-Mahan
Matthew L. Tuccillo
Adam M. Stewart
Robert E. Ditzion

Counsel

Lawrence D. Shubow
Alfred J. O'Donovan

E-mail:
ehaber@shulaw.com

May 4, 2006

By Hand

Honorable Mark L. Wolf
United States District Judge
U.S. District Court for the
District of Massachusetts
United States Courthouse
1 Courthouse Way
Boston, MA 02210

re: Bahe v. Franklin/Templeton Distributors, Inc.
Civil Action No. 04-11195 (MLW)

Dear Judge Wolf:

Enclosed is a Stipulation of Dismissal which has been electronically filed in this action. The Stipulation of Dismissal is with prejudice only as to the plaintiff Bahe. All parties respectfully request that it be "So Ordered" by Your Honor.

Mr. Bahe's decision to dismiss this action was based, in large measure, on the Opinion of Judge Woodlock in Yameen v. Eaton Vance Distributors, 394 F.Supp.2d 350 (D.Mass. 2005), which involved claims identical to those asserted here, and which resulted in a dismissal, with prejudice. We are persuaded, after careful analysis, that the plaintiff would be very unlikely to prevail in this case, in light of Judge Woodlock's decision in Yameen.

Subject to approval of this Stipulation, Defendants have agreed to pay my Firm \$100,000 in fees and expenses (which is less than half of my firm's lodestar). Neither Plaintiff nor Defendants believe that any notice to shareholders is required or appropriate here because the Stipulation of Dismissal is with prejudice only as to the plaintiff Bahe and,

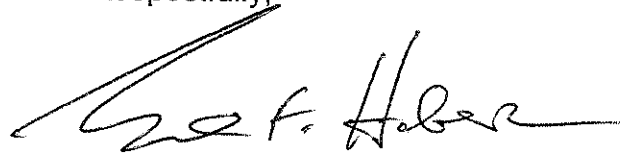
SHAPIRO HABER & URMY LLP

Honorable Mark L. Wolf
May 4, 2006
Page 2

in any event, notice is not required in an action under § 36(b) of the Act, which is one of the claims here. See Kamen v. Kemper Financial Services, Inc., 908 F.2d 1338, 1348 (7th Cir. 1990), cert. den. on this question, 498 U.S. 999 (1990).

Accordingly, we respectfully request that Your Honor "So Order" the Stipulation of Dismissal.

Respectfully,

A handwritten signature in black ink, appearing to read "E. F. Haber", with a long horizontal flourish extending to the right.

Edward F. Haber
Counsel for Plaintiff

cc: Daniel A. Pollack
Counsel for Defendants
(By FAX)

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ERIC R. BAHE, Custodian, CGM Roth
Conversion IRA,

Plaintiff,

v.

FRANKLIN/TEMPLETON DISTRIBUTORS,
INC., FRANK T. CROHN, BURTON J.
GREENWALD, CHARLES RUBENS II,
LEONARD RUBIN and WILLIAM J. LIPPMAN,

Defendants, and

FRANKLIN BALANCE SHEET INVESTMENT
FUND,

Nominal Defendant.

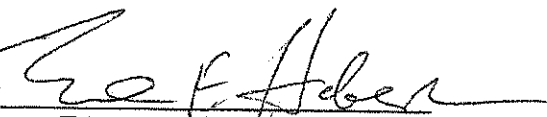
Civil Action No. 04 -11195 (MLW)

**Rule 41(a)(ii)
Stipulation of Dismissal**

The above-titled action is hereby dismissed, with prejudice to the Plaintiff, Eric R. Bahe, Custodian, CGM Roth Conversion IRA, and without prejudice to the Nominal Defendant Franklin Balance Sheet Investment Fund, and any shareholders of the Franklin Balance Sheet Investment Fund other than the Plaintiff, Eric R. Bahe, Custodian, CGM Roth Conversion IRA, and without costs to any party, pursuant to Rule 41(a)(ii), Fed. R. Civ. P.

Dated: May 4, 2006

Shapiro Haber & Urmey LLP

by 
Edward F. Haber

53 State Street
Boston, Massachusetts 02109
Tel. (617) 439-3939
Fax (617) 439-0134

Attorneys for Plaintiff

Pollack & Kaminsky

by 
Daniel A. Pollack

114 West 47th Street
New York, New York 10036
Tel. (212) 575-4700
Fax (212) 575-6560

Attorneys for All Defendants

So Ordered:

U.S.D.J.

Certificate of Service

I hereby certify that this document, filed through the ECF system, will be sent electronically to the registered participants as identified on the Notice of Electronic Filing ("NEF") and paper copies will be sent to those indicated as non-registered participants on the 4th day of May, 2006.

/s/ Edward F. Haber

Edward F. Haber